

13crim 541 (LTS)

UNANIMOUS WRITTEN CONSENT OF THE MEMBERS OF

S.A.C. CAPITAL ADVISORS, LLC

July 25, 2013

The undersigned, comprising all the Members of S.A.C. Capital Advisors, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Company"), do hereby consent, pursuant to Sections 18-302(d) of the Delaware Limited Liability Company Act, to the adoption of the following resolutions and to the taking of such action without a meeting pursuant to said Section 18-302(d):

WHEREAS, the Members desire the Company to appear and enter a plea of not guilty to the charges set forth in the indictment in *United States of America v. S.A.C. Capital Advisors, L.P., S.A.C. Capital Advisors, LLC, CR Intrinsic Investors, LLC and Sigma Capital Management, LLC*, Case No. 13 CRIM 541, in the U.S. District Court for the Southern District of New York (the "Indictment").

NOW, THEREFORE, BE IT RESOLVED, that the Company's plea of not guilty to the charges set forth in the Indictment be, and it hereby is, adopted and approved in all respects; and it is further

RESOLVED, that each of Thomas J. Conheeney and Peter A. Nussbaum be, and hereby is, appointed as a person authorized to act on behalf of the Company (the "Authorized Persons") to appear and enter a plea of not guilty to the charges set forth in the Indictment; and it is further

RESOLVED, that each Authorized Person is hereby authorized to (i) take such actions, in the name of and on behalf of the Company, as such Authorized Person may deem necessary or appropriate in connection herewith and (ii) execute and deliver, in the name of and on behalf of the Company, any such instruments, documents, certificates, consents, assignments, notices and agreements in connection herewith as the Authorized Person executing the same shall approve, the execution thereof by such Authorized Person to be deemed conclusive evidence of such approval; and it is further

RESOLVED, that all actions of the Company, whether or not by an Authorized Person, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and hereby are ratified, confirmed, approved and adopted in all respects as fully as if such action had been presented to for approval, and approved by, the Company's Members prior to such action being taken.

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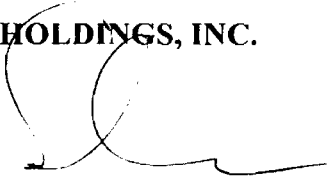
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USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: DATE FILED: JUL 26 2013
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IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the day and year first written above and direct that it be filed with the books and records of the Company.


MEMBERS:

S.A.C. HOLDINGS, INC.

By: 
Name: Steven A. Cohen
Title: President

S.A.C. PARTNERS, L.P.

By: S.A.C. Holdings, Inc.,
its General Partner

By: 
Name: Steven A. Cohen
Title: President